

**OFFICIAL FILE**  
**ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION

**ORIGINAL**

IN RE: ENBRIDGE PIPELINE  
ILLINOIS LLC.

07-0446

Petition pursuant to Section 8-503,  
8-509, 15-401, of the Public Utilities Act -  
the Common Carrier by Pipeline Law to  
Construct and Operate a Petroleum Pipeline  
and when necessary, to Take Private Property  
as Provided by the Law of Eminent Domain.

CHIEF CLERK'S OFFICE  
2008 MAR 24 P 2:20  
ILLINOIS  
COMMERCE COMMISSION

**REPLY BY NON-PARTY EXXONMOBIL PIPELINE COMPANY  
IN FURTHER SUPPORT OF ITS OBJECTION TO VERIFIED APPLICATION  
FOR ISSUANCE OF A SUBPOENA DUCES TECUM**

ExxonMobil Pipeline Company ("ExxonMobil Pipeline"), which is not a party to this proceeding, files this reply in further support of its objection to the Application for Subpoena presented by Intervenor Pleasant Murphy and the Village of Downs ("Intervenors")\*. Because Intervenor's Response continues to fail to meet the Commission's criteria for seeking discovery against a non-party, the Application for Subpoena should be denied.

In further support of its objection, ExxonMobil Pipeline states as follows:

1. It remains undisputed that ExxonMobil Pipeline is *not* a party to this proceeding and has *no interest* in the proposed pipeline at issue in this proceeding.

2. Intervenor concedes that they are seeking documents regarding the unrelated Texas Access Pipeline. (Intervenor Response ¶ 2). As noted in Intervenor Response, Exhibit A, Texas Access Pipeline is a PROPOSED project between ExxonMobil Pipeline and Enbridge

\* Intervenor filed their Response on March 17, 2008, but neglected to serve ExxonMobil Pipeline or its counsel of record (Response, Cert. of Service).

(U.S.) Inc. The proposed Texas Access Pipeline would originate in Patoka, Illinois, which is a major receipt and delivery point for numerous crude oil pipelines. Texas Access Pipeline, if built, will not be dependent on crude oil from the planned project before the ICC in this proceeding. In fact, the proposed Texas Access Pipeline would be near the junction of a number of **EXISTING** crude oil pipelines including Mustang, Capline, Capwood, Chicap and Woodpat. The proposed Texas Access Pipeline would also have the ability to transport crude from the proposed TransCanada Keystone Pipeline, LLC. (Intervenor Response, Exhibit A, fn. 3). Therefore, the assertion by Intervenor that the Texas Access Pipeline, and ExxonMobil Pipeline, are intrinsically linked to the pipeline in this proceeding before the ICC is simply incorrect.

3. If constructed, the Texas Access Pipeline will be an interstate common carrier pipeline that will provide non-discriminatory access to shippers, consistent with applicable law. Any potential shipper that desires transport on the Texas Access Pipeline will have the opportunity for service. (*see* Intervenor Response, Exhibit A) Thus, the assertion by Intervenor that the Texas Access Pipeline, and the numerous pipelines upstream of it, are for the sole benefit of ExxonMobil Pipeline is simply unfounded.

4. Although Intervenor cite a need "to determine whether any public interest is being served by the proposed pipeline in this case," (Response ¶ 2), they fail to explain how the documents they seek will prove any fact relevant to the present application. Thus, Intervenor have utterly failed to meet one of the Commission's prerequisites for issuance of a non-party subpoena. 83 Ill. Admin. Code. 200.380(c).

5. ExxonMobil Pipeline does not seek to shirk any obligations to the people of the State of Illinois, this Commission, or any other governmental entity or process, as Intervenor allege. (Response ¶ 3). That allegation -- made with absolutely no support or citation -- is outrageous and irresponsible. It goes without saying that ExxonMobil Pipeline will fulfill its civic obligations regarding the Illinois portion of the proposed Texas Access Pipeline if and when an application for that pipeline comes before this Commission.

6. Contrary to Intervenor's unsupported assertion, ExxonMobil Pipeline does *not* concede the authenticity or accuracy of the various exhibits attached to the Application for Subpoena since the documents contain unidentified handwritten alterations. Any references to those exhibits are made simply to show that *even if* those exhibits are accurate copies of original documents, they have no bearing on the matter currently before this Commission.

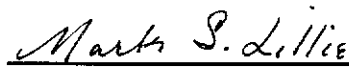

7. Intervenor's are incorrect in asserting that all of the items requested can be "easily assembled and provided." (Response ¶ 3). To the extent they seek documents relating to ExxonMobil Pipeline's proposed interest in the Texas Access Pipeline, the requests are drawn broadly to include a huge amount of sensitive, high-level information, including pricing, marketing, technical, and other strategic documents. Identifying and producing these documents would be unduly burdensome. Intervenor's have failed to identify any facts they hope to prove that would be relevant to the current application and have also failed to comply with the Commission's requirement for specificity. 83 Ill. Admin. Code 200.380(c).

\* \* \*

For all these reasons, and the reasons set forth in ExxonMobil Pipeline's original objection, this Commission should deny Intervenor's Application for Subpoena.

Respectfully submitted,

DATED: March 24, 2008

  
\_\_\_\_\_  
Mark S. Lillie  
Peter Stasiewicz   
KIRKLAND & ELLIS LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000 (telephone)  
(312) 861-2200 (facsimile)

*Counsel For ExxonMobil Pipeline Company*

**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

ENBRIDGE PIPELINES (ILLINOIS) L.L.C.

Application pursuant to sections 8-503, 8-509 and  
15-401 of the Public Utilities Act — the Common  
Carrier by Pipeline Law to Construct and Operate a  
Petroleum Pipeline and when necessary, to Take  
Private Property as Provided by the Law of  
Eminent Domain.

Docket No. 07-0446


**NOTICE OF FILING**

**TO: SEE ATTACHED SERVICE LIST**

**PLEASE TAKE NOTICE** that on this date we have filed with the Clerk of the Illinois Commerce Commission, ExxonMobil Pipeline Company's Reply By Non-Party ExxonMobil Pipeline Company In Further Support Of Its Objection To Verified Application For Issuance Of A *Subpoena Duces Tecum* in the above-captioned matter.

Respectfully submitted,

DATED: March 24, 2008

  
Mark S. Lillie  
Peter Stasiewicz  
KIRKLAND & ELLIS LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000 (telephone)  
(312) 861-2200 (facsimile)

*Counsel For ExxonMobil Pipeline Corporation*

**CERTIFICATE OF SERVICE**

I, Peter Stasiewicz, an attorney, certify that I cause copies of the REPLY BY NON-PARTY EXXONMOBIL PIPELINE COMPANY IN FURTHER SUPPORT OF ITS OBJECTION TO VERIFIED APPLICATION FOR ISSUANCE OF A SUBPOENA DUCES TECUM, to be served on each of the parties listed on the service list via electronic or regular mail, this 24th day of March, 2008.

/s/ Peter Stasiewicz  
One of Its Attorneys

EXXONMOBIL PIPELINE COMPANY

Mark S. Lillie  
Peter Stasiewicz  
Kirkland & Ellis LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

The Honorable Larry Jones  
Administrative Law Judge  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, IL 62701  
mailto: lones@icc.illinois.gov

Janis Von Qualen & James V. Olivero  
Office of General Counsel  
Illinois Commerce Commission  
527 E. Capitol Ave.  
Springfield, IL 62701  
mailto: jvonqual@icc.illinois.gov  
mailto: jolivero@icc.illinois.gov

Mark Maple  
Engineering Department  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, IL 62701  
mailto: mmaple@icc.illinois.gov

Janes Freetly  
Finance Department  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, IL 62701  
mailto: jfreetly@icc.illinois.gov

Thomas J. Pliura  
Atty. for Intervenors  
Law Offices of Thomas J. Pliura  
LeRoy, IL 61752  
mailto: tom.pliura@zchart.com

Jon Robinson, Atty. for Intervenors  
Bolen Robinson & Ellis, LLP  
202 S. Franklin St., 2nd Floor  
Decatur, IL 62523  
mailto: jrobinson@brelaw.com

Roy P. Farwell, Attorney  
Union Pacific Railroad Company  
100 North Broadway, Ste. 1500  
St. Louis, MO 63102  
mailto: ecortivo@up.com

Mercer Turner  
Atty. for Intervenors  
Law Offices of Mercer Turner, P.C.  
202 N. Prospect, St. 202  
Bloomington, IL 61701  
mailto: mercerturner1@msn.com

Thomas J. Healey  
Counsel-Regulatory  
Illinois Central Railroad Company  
17641 S. Ashland Ave.  
Homewood, IL 60430  
mailto: tom.healey@cn.ca

Andrew Holstine  
Atty. for Intervenors  
The Wochner Law Firm  
707 Skokie Blvd., Ste. 500  
Northbrook, IL 60062  
mailto: aholstine@wochnerlawfirm.com

William J. Holstine  
Trustee of Alice E. Temple Trust  
c/o Hertz Management  
415 South 11th Street  
Nevada, IA 50201-0500  
mailto: wholstine@nev.hfmgt.com

Craig R. Hedin, Esq.  
Atty. for Illinois Oil & Gas Association  
Campbell Black Carnine Hedin Ballard &  
McDonald, P.C.  
108 S. 9th Street  
Mt. Vernon, IL 62864  
mailto: chedin@illinoisfirm.com

Eric T. Ruud  
Civil Division  
McLean County State's Attorney's Office  
115 East Washington Street, Ste. 401  
Bloomington, IL 61702-2400  
mailto: eric.ruud@mcleancountyil.gov

Scott C. Helmholz, Esq.  
Elliott M. Hedin, Esq.  
Atty. for Intervenors  
Brown, Hay & Stephens, LLP  
205 South Fifth Street, Ste. 700  
Springfield, IL 62705  
mailto: shelmholz@bhslaw.com  
mailto: ehedin@bhslaw.com

Robert J. Beyers  
Atty. for Intervenors  
Law Offices of Robert Dodd and Associates,  
LLC  
Chase Bank Building  
303 S. Mattis, Ste. 201  
Champaign, IL 61821  
mailto: rjbeyers@doddslaw.net

Brian Granahan  
Rebecca Stanfield  
Environment Illinois Research & Education  
Center  
407 S. Dearborn, Ste. 701  
Chicago, IL 60605  
mailto: bgranahan@environmentillinois.org  
mailto: rstanfield@environmentillinois.org

Ann Alexander  
Shannon Fisk  
Natural Resources Defense Council  
101 North Wacker Drive, Suite 609  
Chicago, IL 60606  
mailto: aalexander@nrdc.org  
mailto: sfisk@nrdc.org

Joseph B. Taylor  
Joseph B. Taylor & Associates  
216 S. Center St.  
Clinton, IL 61727-1920  
mailto: tkrlaw@verizon.net

J. Todd Greenburg  
City of Bloomington  
109 East Olive Street  
Bloomington, IL 61701  
mailto: tgreenburg@cityblm.org

James Richard Myers  
Atty. for Fayette Water Company  
LeFevre Oldfield Myers Apke & Payne Law  
Group, Ltd.  
303 South Seventh Street  
Vandalia, IL 62471  
mailto: myers@lawgrouppltd.com

Hunt Henderson  
Atty. for Intervenors  
112 East Center Street  
Le Roy, IL 61752  
mailto: hunt.henderson@verizon.net

G. Darryl Reed  
Gerald A. Ambrose  
Sidley Austin LLP  
One South Dearborn  
Chicago, IL 60603  
mailto: greed@sidley.com  
mailto: gambrose@sidley.com

Joel Kanvik  
Enbridge Pipelines  
1100 Louisiana, Suite 3300  
Houston, TX 77002  
mailto: joel.kanvik@enbridge.com